

## TRANSMITTAL LETTER

P990000091185

Department of State  
 Division of Corporations  
 P. O. Box 6327  
 Tallahassee, FL 32314

500003010985-9  
 -10/11/99-01072-009  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Friedman Marketing & Business Consulting, Inc.  
 (Proposed corporate name - must include suffix)

500003010985-9  
 -10/11/99-01072-010  
 \*\*\*\*\*8.75 \*\*\*\*\*8.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00       \$78.75  
 Filing Fee      Filing Fee  
                   & Certificate of Status

\$78.75       \$87.50  
 Filing Fee      Filing Fee,  
                   & Certified Copy      Certified Copy  
                   & Certificate of      & Certificate of  
                   Status      Status

**ADDITIONAL COPY REQUIRED**

FROM: Maryine Friedman  
 Name (Printed or typed)

5538 Baywater Drive  
 Address

Tampa, FL 33615  
 City, State & Zip

813-891-8641

Daytime Telephone number

Maryine Friedman GAVE  
 AUTHORIZATION BY PHONE TO  
 CORRECT add address to art. I  
 DATE 10/18  
 DOJ. EXAM SHT

99 OCT 11 AM 10:40  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FILED**

**NOTE: Please provide the original and one copy of the articles.**

FILED  
99 OCT 11 AM 10:40  
S E C R E T A R Y O F S T A T E  
T A L L A H A S S E E , F L O R I D A

ARTICLES OF INCORPORATION

OF

FRIEDMAN MARKETING & BUSINESS CONSULTING, INC.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the Corporation shall be:

FRIEDMAN MARKETING & BUSINESS CONSULTING, INC.

5538 Baywater Drive  
Tampa, FL 33615

ARTICLE II

GENERAL NATURE OF BUSINESS

The Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

## ARTICLE III

### Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.
- (b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.
- (c) The holders of the stock of the Corporation shall not have the preemptive right to subscribe for and purchase any proportionate share of any additional stock issued by the Corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash or property, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.
- (d) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

## ARTICLE IV

### Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation. Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE V

### Shareholders' Action

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be signed by all persons who should be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation and made a part of the Corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

## ARTICLE VI

### Capital to Begin Business

The amount of capital with which this Corporation will begin business will be a minimum of One Hundred (\$100.00) Dollars.

## ARTICLE VII

### Reduction in Stated Capital

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

## ARTICLE VIII

### Board of Directors

The number of directors of this Corporation shall not be less than one. From time to time, the number of directors may be increased or diminished by resolutions adopted by the shareholders, but shall never be less than one. Subject to the by-laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

## ARTICLE IX

### First Board of Directors

The name and street address of the members of the First Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the by-laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of existence of this Corporation, or until an election is held by the shareholders for the election of a permanent director or until their successor or successors have been duly elected and qualified is:

<u>Name</u>	<u>Address</u>
Martine Friedman	5538 Baywater Drive Tampa, FL 33615

## ARTICLE X

### Directors' Action

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## ARTICLE XI

### Additional Provisions

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation:

- (a) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by Statute or authorized by the Board of Directors.
- (b) The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates herefor.
- (c) The officers of this Corporation shall be a President, Treasurer and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

## ARTICLE XII

### General Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.
- (b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

## ARTICLE XIII

### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

## ARTICLE XIV

### Initial Registered Office and Registered Agent

Initial Registered Office: The address of the initial registered office of the Corporation in the State of Florida is:

5538 Baywater Drive  
Tampa, FL 33615-6439

Initial Registered Agent: The registered agent of the Corporation at the registered office of the Corporation is:

Martine Friedman

## ARTICLE XV

### Existence of Corporation

This Corporation shall commence business on the day these Articles are filed with the Secretary of State's office and shall exist perpetually thereafter unless dissolved according to law.

## ARTICLE XVI

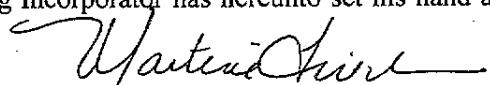
### Subscribers

The name and post office address of the Subscribers to these Articles of Incorporation are as follows:

Name  
Martine Friedman

Address  
5538 Baywater Drive  
Tampa, FL 33615

3<sup>rd</sup> IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal this  
day of October, 1999.

  
Martine Friedman

Friedman Marketing & Business Consulting, Inc.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of October, 1999 by  
Martine Friedman, Incorporator of Friedman Marketing & Business Consulting, Inc. She is personally  
known to me or has produced DL-NYS-522 as identification  
and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Tampa,  
Hillsborough County, Florida, this 3<sup>rd</sup> day of October, 1999.

  
Susan W. Davidson  
Notary Public

SUSAN W. DAVIDSON  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC886779  
EXPIRES 8/26/2003  
BONDED THRU ASA 1-888-NOTARY1

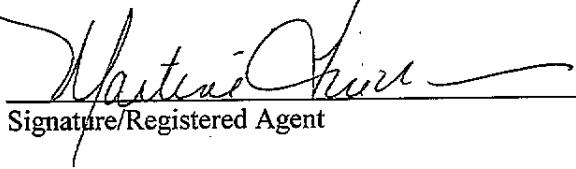
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST-- that FRIEDMAN MARKETING & BUSINESS CONSULTIN, INC., desiring to organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at, Tampa, Florida 33625-6439, County of Hillsborough, has named MARTINE FRIEDMAN as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature/Registered Agent

10-3-99

Date

99 OCT 11 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED